PROCESSED AUG 12205E

UNITED STATES

CONSEQUEITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1335870

OMB APPR	OVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average bu	rden
hours per response	1

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	DATE RECEIV	ED
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· Unifo	KWI LIWII I LI	OFFERIN	J LAENII .	HON	L	
Name of Offering (☐ check if this is an a Private Placement of up to €6 bil		0 ,	cate change.)			
Filing Under (Check box(es) that apply): Type of Filing: New Filing	Rule 504 Amendment	Rule 505	⊠ Rule 506	5 □ S	ection 4(6)	ULOE
	A. BAS	SIC IDENTIFICAT	ION DATA			
1. Enter the information requested about	the issuer					
Name of Issuer (check if this is an ar	nendment and name h	as changed, and indic	ate change.)		-	
CVC European Equity Partners I	V (B) L.P.					
Address of Executive Offices	(Number and Street	, City, State, Zip Co	de) 7	Telephone Num	ber (Including	Area Code)
P.O. Box 87, 22 Grenville Street,	St. Helier, Jersey JI	E4 8PX, Channel I	slands	+44-1534-	609-000	
Address of Principal Business Operations (if different from Executive Offices)	de) 1	Telephone Number (Including Area Code)				
Same as above.						
Brief Description of Business						**************************************
Investments in securities of comp	oanies.					
Type of Business Organization					1-	<u> </u>
corporation	limited partner	ship, already formed	[other (please	e specify):	
business trust	☐ limited partner	ship, to be formed				
Actual or Estimated Date of Incorporation	ب ا	Month 0 3		Actual	☐ Estimated	
Jurisdiction of Incorporation or Organizat	•	U.S. Postal Service FN for other foreign		State: FN	İ	1. — ·

GENERAL INSTRUCTIONS

Federal:

FORM D

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) CVC European Equity IV (AB) Limited Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 87, 22 Grenville Street, St. Helier, Jersey JE48PX, Channel Islands □ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Smith, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 5 Place du Théàtre, L-2613 Check Box(es) that Apply: Promoter Beneficial Owner ■ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Grizzelle, Mark Alan Ross Business or Residence Address (Number and Street, City, State, Zip Code) 111 Strand, London WC2R 0AG, England, United Kingdom Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Chapman, Julia Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 87, 22 Grenville Street, St. Helier, Jersey JE48PX, Channel Islands Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Richomme, Jacqueline Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 87, 22 Grenville Street, St. Helier, Jersey JE48PX, Channel Islands Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Parham, Iain Business or Residence Address (Number and Street, City, State, Zip Code) 111, Strand, London WC2R 0AG, England, United Kingdom Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Koltes, Steven Business or Residence Address (Number and Street, City, State, Zip Code) Erbstrasse 6, 8700 Kuesnacht, Switzerland

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
	-										Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?	•••••	. 🗆	\boxtimes
			А	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. What is the minimum investment that will be accepted from any individual?										. €10,000	,000*	
*The General Partner reserves the right to accept smaller participations.											Yes	No
3. Does the offering permit joint ownership of a single unit?										•••••		
com offer and/	or the information or mission or ring. If a poor with a stated personant	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in a agent of a dealer. If n	connection broker or on nore than fi	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
	me (Last na C Capital			•								
Busines	ss or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)					·
	of Associate			5								
Name o		TO DIOKEI U	n Dealei									
	n Which Pe eck "All St									,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	ame first, it	findividua	1)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)					
Name o	of Associate	ed Broker o	r Dealer									
	n Which Pe											
•											_	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
					[01]			["A]		[**1]		[110]
Full Na	me (Last n	ame first, ii	f individua	l) 								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Coo	ie)					
Name c	of Associate	ed Broker o	or Dealer									
	n Which Pe eck "All St										П AI	1 States
,												
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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C. OFFERI	NG PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	OF PROCEEDS	
already sold. Enter "0" if answe	ce of securities included in this offering and the total amount or is "none" or "zero." If the transaction is an exchange indicate in the columns below the amounts of the securities y exchanged	Aggregate	A mount Already
Type of Security		Aggregate Offering Price	Amount Already Sold
Debt		\$	\$
Equity		\$	\$
	☐ Common ☐ Preferred		
Convertible Securities (incl	uding warrants)	\$	\$
Partnership Interests		€6,000,000,000	€294,556,500
Other (Specify)		\$	\$
Total		€6,000,000,000	€294,556,500
Answer also in A	Appendix, Column 3, if filing under ULOE.		
in this offering and the aggregat Rule 504, indicate the number of	and non-accredited investors who have purchased securities e dollar amounts of their purchases. For offerings under f persons who have purchased securities and the aggregate s on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
Accredited Investors		33	€294,556,500
Non-accredited Investors		-0-	€-0-
Total (for filings under	Rule 504 only)		ϵ
Answer also in A	Appendix, Column 4, if filing under ULOE.		
securities sold by the issuer, to	nder Rule 504 or 505, enter the information requested for all date, in offerings of the types indicated in the twelve (12) securities in this offering. Classify securities by type listed in		
Type of Offering		Type of	Dollar Amount Sold
,,		Security	\$ Solu
			·
_			\$
			\$
			\$
securities in this offering. Excissuer. The information may b	enses in connection with the issuance and distribution of the lude amounts relating solely to organization expenses of the e given as subject to future contingencies. If the amount of an hish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		С	!
Printing and Engraving Cos	sts		€100,000
Legal Fees		🗵	€600,000
Accounting Fees			
Engineering Fees			J
Sales Commission (specify	finders' fees separately)	[l
Other Expenses (identify)	Travel, postage and general fund raising	🗵	€100,000
Total		R	£800,000

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response to Part C – Question This difference is the "adjust	on 1 ted	€5,200,000,000					
Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.							
	Payments to Officers, Directors & Affiliates	Payments To Others					
Σ	€370,500,000						
equipment]						
C]						
ties involved in this ties of another issuer	٦	⊠ €3,704,500,000					
	<u>€5,2</u> (00,000,000					
SIGNATURE							
to the U.S. Securities and Ex	change Commission	n, upon written					
	Date						
hatman	August 3, 2005						
	e Jennifer Char	oman					
Partner of the Leave Eur	opean Equity IV	V (AB) Limited					
	response to Part C – Questic This difference is the "adjust seed or proposed to be used for known, furnish an estimate as disted must equal the adjustration 4.b above. Equipment	Rnown, furnish an estimate and salisted must equal the adjusted stion 4.b above. Payments to Officers, Directors & Affiliates 6370,500,000 Equipment Dites involved in this sties of another issuer 6370,500,000 6370,500,000 655,20 SIGNATURE duly authorized person. If this notice is filed un to the U.S. Securities and Exchange Commission accredited investor pursuant to paragraph (b)(2) of Commission					

ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE							
Is any party described in 17 CFR 230.26; of such rule?		Yes	No ⊠					
	See Appendix, Column 5, for state response.							
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
Limited Offering Exemption (ULOE) of	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly caused this	notice to be signed	on its behalf	by the				
Issuer (Print or Type)	Signature	Date		-				
CVC European Equity IV (AB) Limited	CVC European Equity IV (AB) Limited Analysis 3, 2005							
Name (Print or Type)	Title (Print or Type) Julia Anne	Jennifer Chap						
Julia Chapman	Director Director of the General Partner of the Lever Euro	pean Equity IV	(AR) I in	nida J				
A The Agents It (AD) Limited								

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-actinvestors	tend to sell and aggregate offering price Type of investor and stors in State offered in state amount purchased in State (Part C-Item 1) (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Yes	No			
AL					Amount	Investors	Amount		
AK									
AZ									
AR					1				
CA		×	Partnership Interest	1	7,500,000	-0-			×
со		×	Partnership Interest	2	7,500,000	-0-			⊠
СТ		Ø	Partnership Interest	3	64,000,000	-0-			\boxtimes
DE		Ø	Partnership Interest	2	66,241,500	-0-			\boxtimes
DC		\boxtimes	Partnership Interest	1	2,000,000	-0-			\boxtimes
FL		×	Partnership Interest	2	3,000,000	-0-			
GA									
HI		Ø	Partnership Interest	1	10,000,000	-0-			
ID									
IL		Ø	Partnership Interest	4	15,355,000	-0-			
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
МО									
МТ									
NE									

APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
NV							, <u></u>			
NH										
NJ										
NM										
NY		⊠	Partnership Interest	13	83,710,000	-0-			\boxtimes	
NC										
ND										
ОН		⊠	Partnership Interest	1	9,000,000	-0-			×	
ОК										
OR										
PA		⊠	Partnership Interest	1	15,000,000	-0-			\boxtimes	
RI										
SC										
SD										
TN										
TX		×	Partnership Interest	2	11,250,000	-0-			Ø	
UT										
VT										
VA										
WA										
WV										
WI										
WY										
PR										